



# Bylaws of the Cecchetti Council of America

Revised April, 10, 2017

## Article I

### NAME

**Section 1.** The name of this organization shall be the CECCHETTI COUNCIL OF AMERICA.

## Article II

### MISSION

**Section 1.** The Cecchetti Council of America provides classical ballet, education, training, and certification through sequential examinations for both teacher members and student candidates.

## Article III

### PURPOSE

**Section 1.** The Cecchetti Council of America, authorized and by virtue of the laws of the State of Michigan as an Educational Corporation and approved by the Michigan Department of Public Instruction, is an organization of ballet teachers whose purpose is to foster, promote and encourage the theory of the Cecchetti Method of Classical Ballet within the boundaries of the United States of America and such other countries as the Cecchetti Council of America shall from time to time determine; to conduct seminars, sponsor, supervise and conduct examinations in the Cecchetti Method of Classical Ballet, and to issue Student and Teacher Certificates to do any and all things necessary to advance the theory of the Cecchetti Method and to keep the members of the Cecchetti Council of America informed in the Cecchetti Method by instruction and demonstration.

Notwithstanding the foregoing, the powers set forth above shall be expressly limited and confined to those powers that may be exercised by a non-profit corporation that is tax exempt under Section 501(c) (3) of the Internal Revenue Code, or the corresponding provision of a future United States Internal Revenue Code.

The Cecchetti Council of America is an organization dedicated to maintaining the standards and method of ballet training established by Cav. Enrico Cecchetti. The organization uses his teachings and writings in a sequence of grades, carefully measured as to degree of difficulty and physical development. The Cecchetti Council of America provides a system of accredited examinations to assess the knowledge, proficiency, and quality of teacher and student candidates. As an educational organization, the Cecchetti

Council of America mentors member teachers with the purpose of raising the standard of ballet teaching throughout the world.

**Section 2.** The Organization shall have the power to disburse its funds as voluntary, gratuitous and charitable gifts to the benefit of organizations or individuals devoted to the theory of the Cecchetti Method of Classical Ballet. The determination of the amount thereof shall rest in the absolute discretion of the National Executive Board of the Organization.

**Section 3.** The Organization shall have the power to own and maintain or lease real estate and buildings and any other property which is deemed necessary for its purposes, to enter into, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.

## **Article IV**

### **OBJECTIVES**

**Section 1.** To provide a membership-based organization of teachers who are devoted to the Cecchetti body of work and systematic approach towards Classical Ballet training.

**Section 2.** To provide member teachers with high quality educational and reference materials.

**Section 3.** To keep member teachers updated on physio-anatomy, which may impact the training of dancers.

**Section 4.** To pursue the reputation of a well-respected classical ballet training organization in the dance community.

**Section 5.** To provide teachers and students with professional examiners.

**Section 6.** To offer continuing educational training seminars, refreshers, and guidance for teachers.

**Section 7.** To provide dance opportunities through workshops and intensive programs for students.

**Section 8.** To promote and assist our professional opportunities such as CICB Cecchetti International Classical Ballet Organization and International Ballet Competition.

**Section 9.** To maintain contact, share information, and participate with other Cecchetti Societies through founding membership in the Cecchetti International Classical Ballet Organization.

## **Article V**

### **OFFICES**

**Section 1.** The principal office of the organization shall be at such place within the State of Michigan as the Executive Board may determine from time to time.

**Section 2.** The Executive Board may establish other offices in or outside of the State of Michigan.

## **Article VI**

### **NONPARTISAN ACTIVITIES**

**Section 1.** This organization has been formed for the purposes described above, and shall be nonprofit and nonpartisan. No substantial part of the activities of the organization shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office for or against any cause or measure being submitted to the people for a vote.

The organization shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **Article VII**

### **DEDICATION OF ASSETS**

**Section 1.** The properties and assets of this non-profit corporation, including all affiliated groups, area committees, or any other organization operating pursuant to this non-profit corporation's classification as a 501(c)(3) organization under the Internal Revenue Code (hereafter referenced individually as "Affiliates", and collectively with the non-profit corporation as the "Corporation"), are irrevocably dedicated to nonprofit public benefit for charitable purposes. No part of the net earnings, properties, gains, profits, dividends, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the Corporation. On liquidation or dissolution of the Corporation, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to nonprofit benefit for charitable purposes consistent with this organization's philosophy, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c) (3). On liquidation or dissolution of any Affiliate, the properties and assets of said Affiliate will become the property of the Corporation.

## **Article VIII**

### **MEMBERSHIP**

**Section 1.** The Cecchetti Council of America, hereafter known as CCA may grant membership in this organization to those persons who have been accepted by the National Executive Board (hereafter known as the Executive Board), who value the purposes of the CCA and who have met the required qualifications.

**Section 2.** The Founding Members shall be hereby known as Charter Members and shall be the persons designated as such in the Articles of Incorporation.

**Section 3.** Fellow members shall have at least ten years of ballet teaching experience in the Cecchetti Method and shall hold a Teacher CCA Certificate in the Advanced (VII) or Diploma level.

**Section 4.** Licentiate members shall have at least six years of ballet teaching experience in the Cecchetti Method and shall hold a Teacher CCA Certificate in the Intermediate (VI) level.

**Section 5.** Associate members shall have at least three years of ballet teaching experience, and hold a Teacher CCA Certificate in the Elementary (V) level.

**Section 6.** Holders of the ISTD Advanced or Diploma Teacher Certificate may be brought into the CCA as a Fellow Member through a qualifying exam or a vote of the Executive Board. Holders of an ISTD certificate, that is the certificate equivalent to CCA's Intermediate, may be brought into the CCA as a Licentiate Member through a qualifying exam or a vote of the Executive Board. Holders of an ISTD certificate, that is the equivalent of CCA's Elementary Certificate, may be brought into the CCA as an Associate Member through a qualifying exam or a vote of the Executive Board.

**Section 7.** Teacher members shall be a minimum of 18 years of age. They shall hold Grade I, II, III or IV CCA Teachers' Certificate.

**Section 8.** Professional members shall be a classical ballet student of the Cecchetti Method, or former student of the Cecchetti method, who has performed professionally and has become a successful teacher and has been brought in by a majority vote of the Executive Board. In order for a professional member to present student or teacher candidates for examinations, the professional member must take a qualifying exam.

**Section 9.** Honorary membership may be bestowed upon such persons as shall be determined by a vote of the Executive Board. Honorary members shall not have a vote. Honorary members shall have dues waived.

**Section 10.** Auxiliary membership may be bestowed to inactive former members or supporters of the Method. Auxiliary members shall not have a vote. Auxiliary Members shall have a special dues category.

**Section 11.** Lifetime membership may be bestowed to a member by a majority vote of the Executive Board. Lifetime members may have their dues waived. The term Emeritus may be added after retirement.

**Section 12.** A member in good standing is one who upholds the bylaws and has all dues paid. The Executive Board shall establish the initial and annual dues for membership in the organization. The billing and collection of dues shall be in a manner prescribed by the Executive Board. The Executive Board may terminate a membership upon the occurrence of any of the following events:

- a. Failure to pay dues within 90 days after written notice of payment due;
- b. Failure to satisfy the requirements of Article VI, Section 14;
- c. Any violation of these by-laws

**Section 13.** Cards indicating classification will be issued annually to all members in good standing.

**Section 14.** To remain eligible to submit candidates for examinations, a member must continue to attend a minimum of every three (3) years either a National Seminar, two (2) CCA Seminars of shorter duration, or two (2) CCA refreshers.

**Section 15.** No member may transfer for value, a membership or any right arising from it. All rights of membership shall cease upon death.

**Section 16.** A list shall be kept of deceased members who were members in good standing.

## **Article IX**

### **NATIONAL EXECUTIVE BOARD OF DIRECTORS**

**Section 1.** The National Executive Board of Directors shall herein be referred to as the “Executive Board”. The Executive Board shall transact all of the business of the Cecchetti Council of America except that deemed by the Executive Board to be conducted by the Board of Examiners or the Regional Committee Boards. The Executive Board shall have final approval of all business.

**Section 2.** The Executive Board can create administrative staff, as it deems necessary. Said staff may be compensated subject to Executive Board approval.

**Section 3.** The Executive Board shall include as voting members all Cecchetti Examiners residing in the State of Michigan, the Chair of the Eastern Michigan Committee (hereafter referred to as the “EMC Chair”), who serves for a term of two

years, and elected Members. It also may include non-voting Members appointed by the President.

## **Article X**

### **MEETINGS OF THE EXECUTIVE BOARD OF DIRECTORS**

**Section 1.** Executive Board meetings shall be presided over by the President or, if not present, by a Vice President; the Secretary, or, if not present, a member designated by the President, shall act as secretary of the meeting.

**Section 2.** The meetings of the Executive Board shall be held at any place designated by the Executive Board not less than once monthly, except during July and August. Joint meetings with the EMC Board shall be held not less than bi-annually at a time and place designated by the Executive Board. However, extra regular meetings may be called to conduct business as necessary.

**Section 3.** Special meetings may be called by the President, or by 30% of the members of the Executive Board. The object of said meeting to be stated on the call or letter sent out, and no other business except that stated in the call or letter may be transacted.

**Section 4.** If action is proposed to be taken at any meeting for approval of any of the following proposals, written notice shall be sent out stating the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal:

- a. Removing a President, Officer, or Executive Board member.
- b. Voluntarily dissolving the organization.

**Section 5.** A quorum of the Executive Board shall consist of 30% members of the Executive Board.

**Section 6.** Except as otherwise indicated in these By-laws or in the Articles of Incorporation, any action taken at any Executive Board meeting shall be by majority vote of those present or voting by absentee ballot so long as a quorum is present.

**Section 7.** Executive Board members shall have the privilege of absentee vote on specific issues only through another Executive Board member in good standing.

**Section 8.** An absentee ballot is not revoked by the death or incapacity of the maker or the termination of member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received.

**Section 9.** Only such business may be transacted at any meeting as the Executive Board designates. The President shall prepare an agenda of all tabled and current business, as well as current business submitted by members.

**Section 10.** If a particular action must be taken before the next meeting, a majority of the members of the Executive Board may grant a Board member permission to take that action.

**Section 11.** Voting may be by show of hands, voice or ballot. Election of officers to the Executive Board, Eastern Michigan Committee, Board of Examiners or to a regional board must be done by ballot.

## **Article XI**

### **COMMITTEES OF THE CECCHETTI COUNCIL OF AMERICA**

**Section 1.** The Executive Board, by resolution adopted by a vote of a majority of its members, or the President with approval of the Executive Board, may designate one or more committees, each committee consisting of one or more members. The board may also designate one or more members as alternate committee members who may replace an absent or disqualified member at a committee meeting. All committees designated by the Executive Board shall serve at the pleasure of the Board.

**Section 2.** A committee designated by the Board does not have the power to:

- a. Amend the articles of incorporation;
- b. Adopt an agreement of merger or consolidation;
- c. Amend the Bylaws of the Council;
- d. Fill vacancies on the Board;
- e. Fix compensation of the members for serving on the Board or on a committee;
- f. Recommend to members the sale, lease or exchange of all substantially all of the Council's property and assets;
- g. Recommend to the members a dissolution of the Council or a revocation of a dissolution; or
- h. Terminate memberships.

**Section 3.** Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article VIII for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

**Section 4.** Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of

the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

## **Article XII**

### **MEETINGS OF GENERAL MEMBERSHIP**

**Section 1.** The meetings of the general membership of this council shall be held at least annually at a time and place designated by the Executive Board.

**Section 2.** Members shall be notified at least fifteen (15) days prior to the date set for the general membership meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the council. Special meetings of the general membership may be called by the Executive Board or by the President. The object of said meeting shall be stated on the call or letter sent out, and no other business except that stated in the call or letter may be transacted.

**Section 3.** General membership meetings shall be presided over by the President or, if not present, by another Executive Board Member; the Secretary of the Executive Board or, if not present, a member designated by the President, shall act as secretary of the meeting.

**Section 4.** A quorum of the general membership shall consist of fifteen (15) registered members entitled to vote.

**Section 5.** Persons entitled to vote at any general membership meeting shall be Charter, Fellow, Licentiate, Associate, Teacher, or Professional members who hold the Elementary certificate.

**Section 6.** Except as otherwise indicated in these By-laws or in the Articles of Incorporation, any action taken at any general membership meeting shall be by majority vote or voting by absentee ballot so long as a quorum is present.

**Section 7.** Members shall be entitled to vote by absentee ballot on specific issues only.

**Section 8.** An absentee ballot is not revoked by death or incapacity of the maker or the termination of membership as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received.

**Section 9.** Voting may be by show of hands, voice or ballot.



## **Article XIII**

### **NATIONAL EXECUTIVE BOARD OFFICERS**

**Section 1.** The officers of the Council shall consist of President, Vice Presidents, National Registrar, Assistant Registrar, if so needed, Treasurer, Recording Secretary, and Corresponding Secretary. Each shall serve for two years, January 1 through December 31. When a vacancy occurs, a member shall be elected to serve the remainder of the term.

**Section 2.** The election of officers from a slate compiled by the President shall be held at a September meeting of the Executive Board. The ballot will be sent to Executive Board Members one month in advance of the vote. Nominations will also be taken from the floor. Such election shall be by written ballot. Three members shall count the votes. The majority will decide the vote. In the case of a tie, the vote shall be retaken. In the case of a subsequent tie, the President shall cast the deciding vote.

**Section 3.** An Executive Board officer may resign at any time by providing written notice to the council. Notice of resignation will be effective upon receipt or at a later time designated in the council.

**Section 4.** Any Executive Board officer may be removed with or without cause by a 75 percent vote of the Executive Board entitled to vote at an election of officers.

**Section 5.** A vacancy of an office on the Executive Board may be filled with a person appointed by the President with approval of the Executive Board. Each person so appointed shall be an officer for a term of office continuing until the next election.

## **Article XIV**

### **THE PRESIDENT**

**Section 1.** No member of the Council shall hold the office of President for more than one term, nor be eligible for re-election until the lapse of the succeeding two- year term.

**Section 2.** A candidate for President shall have been a loyal member of the CCA and have served on the Executive Board for a minimum of ten years and shall hold the Teacher's Advanced Certificate. A candidate shall have been actively striving to enlarge and enhance his/her knowledge of ballet and dance.

**Section 3.** The President shall preside at all meetings of the Executive Board, prepare an agenda of all tabled and current business, as well as current business submitted by members.

**Section 4.** The President shall set the date, time, and place of Executive Board meetings, with approval by the Executive Board.

**Section 5.** The President shall appoint a Parliamentarian to maintain order during Executive Board meetings.

**Section 6.** The President shall take the chair, call meetings to order, is an ex officio member of all committees and subcommittees of the Executive Board, is responsible for the proper functioning of these committees and is responsible for the Executive Board and its activities.

**Section 7.** The President shall have the authority to appoint Executive Board Members to jobs, define these appointed jobs, and to create committees as needed, with the approval of the Executive Board.

**Section 8.** The President shall oversee all committees, projects, and other boards of the CCA including but not limited to the Board of Examiners, Liaison Officers, Regional Committees, including syllabi, music, books, videos, etc.

**Section 9.** The President shall mediate with the Ethics committee, all problems and facilitate legislative action where appropriate, for any problems with Examiners or exam sessions. The President shall mediate with the Executive Board, all problems and facilitate legislative action where appropriate, for any problems with Membership, Regional Committees, Officers, etc.

**Section 10.** The President shall carry on the work of the previous administration.

**Section 11.** The President shall oversee all aspects of the CCA International Summer School.

**Section 12.** The President shall choose CCA faculty for refresher and the CCA International Summer School.

**Section 13.** The President shall attend as many CCA functions as possible.

**Section 14.** The President shall sign teacher and professional exam certificates.

**Section 15.** A Past President shall remain a member of the Executive Board if attendance of Executive Board meetings is impossible because of distance (i.e. Move out of state).

## Article XV

### VICE PRESIDENTS

**Section 1.** Two Vice Presidents are elected. The recipient of the highest number of votes shall be the First Vice President. The recipient of the next highest number of votes shall be the Second Vice President.

**Section 2.** The Vice President is elected by the Executive Board to a term of two years, but may be re-elected and serve any number of consecutive terms.

**Section 3.** The 1<sup>st</sup> Vice President fills in for the President when she/he is unable to fulfill his/her duties.

The 2<sup>nd</sup> Vice President fills in for the 1<sup>st</sup> Vice President when she/he is unable to fulfill his/her duties.

## Article XVI

### TREASURER

**Section 1.** The Treasurer is elected by the Executive Board to a term of two years, but may be re-elected and serve any number of consecutive terms.

**Section 2.** The Treasurer is responsible for all monies of the CCA at the national level.

**Section 3.** The Treasurer pays all bills of the national CCA operation.

**Section 4.** The Treasurer shall control all national funds of the CCA in a financial institution approved by the Executive Board, and such securities shall be in the name of the CCA.

**Section 5.** The Treasurer is one of three members of the Executive Board authorized to sign any and all financial transactions.

**Section 6.** The Treasurer shall be the chief fiscal officer of the organization, and act as guardian for the financial records of the organization.

**Section 7.** The Treasurer shall keep accurate books according to bookkeeping standards and make them available to the inspection and control of the Executive Board.

**Section 8.** The Treasurer shall provide quarterly reports as well as a year-end financial report showing profit and loss.

**Section 9.** The Treasurer shall provide reconciled reports for each account on a monthly basis except in those months that the Executive Board does not meet.

**Section 10.** The Treasurer shall provide a profit/loss report on Summer School at a meeting in September.

**Section 11.** The Treasurer makes a motion to pay our CCA teaching faculty provided a profit is made on the event.

**Section 12.** The Treasurer is a paid position with the wage to be determined by the Executive Board.

**Section 13.** An assistant to the Treasurer and/or a financial committee may be appointed by the President if deemed necessary.

**Section 14.** The Treasurer will act as Treasurer of the EMC.

## **Article XVII**

### **RECORDING SECRETARY**

**Section 1.** The Recording Secretary is elected by the Executive Board to a term of two years, but may be re-elected and serve any number of consecutive terms.

**Section 2.** The Recording Secretary takes roll at Executive Board meetings and records them in the minutes. A report of the roll is given to the Executive Board on an annual basis.

**Section 3.** The Recording Secretary records the minutes of the Executive Board meetings. In his/her absence, she/he arranges for another Executive Board member to record the minutes.

**Section 4.** The Recording Secretary reads the minutes of the previous meetings.

**Section 5.** The Recording Secretary records corrections to previous meeting's minutes, as voted on by the Executive board, files and stores the minutes so they are available for review or audit.

**Section 6.** The Recording Secretary distributes the corrected and approved minutes to all members of the Executive Board, to the Board of Examiners, Committee Chairs, Academic Advisor and Librarian. This distribution shall occur after 4 or fewer meetings have passed.

**Section 7.** The Recording Secretary keeps a record of all motions, who made and seconded said motions, and if the motions carried or failed.

**Section 8.** The Recording Secretary shall research the outcome of previous motions concerning a specific subject at the request of any Executive Board member.

**Section 9.** The Recording Secretary signs all of the teacher and professional certificates.

**Section 10.** At termination of office, the Recording Secretary turns over all records of the minutes to the newly elected Recording Secretary.

## **Article XVIII**

### **NATIONAL REGISTRAR**

**Section 1.** The National Registrar is elected by the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The National Registrar accepts tentative dates for exam sessions from Committees or individual studios.

**Section 3.** The National Registrar reports all requests for exam sessions to the Executive Board for approval.

**Section 4.** The National Registrar brings all special requests concerning exams to the Executive Board for approval.

**Section 5.** The National Registrar coordinates exam sessions:

- a. Gets Executive Board approval for exam session.
- b. Verifies that the studio/teacher holding the exam session is in good standing.
- c. Selects examiners.
- d. Sets examiners' travel schedules, and notifies examiners of exam session dates, times, locations, travel and lodging arrangements.
- e. Forwards the examiners' names, addresses and travel itinerary to the Committee Registrar or the individual member teacher holding studio exams who then arranges lodging.
- f. Forwards the exam information to the Assistant National Registrar who sends the examination charts, cards, certificates, envelopes, financial sheets, exam mark reports to the Committee Registrar or the individual member teacher holding studio exams.
- g. Files all exam session financial reports, submits a copy to the Treasurer by the end of the month, and files exam marks and fees for each session. Each session's fees shall be on one check from each sponsoring teacher.
- h. Reconciles all financial reports.
- i. Files copies of examiners' expense reports, financial reports and mark reports.
- j. Deposits all exam monies in the CCA Escrow Account, files one copy and sends a duplicate to the Treasurer by the end of the month.
- k. Has the exam marks compiled and stored.
- l. Compiles and stores the statistics for each year of exams completed.

- m. Receives communications of concern that arise before, during, and after examination sessions.
- n. Brings exam issues to the Executive Board for guidance or referral to the Liaison Officer or Ethics Committee.
- o. Works with the Chair and Vice-Chair of the Board of Examiners to coordinate meetings of the Board of Examiners.
- p. Keeps abreast of the progress of Apprentice, Associate Examiners, and Examiners.
- q. Keeps a record of the examining years of the Apprentice Examiners, Associate Examiners and Examiners.
- r. Works closely with the Treasurer to analyze and project exam session expenses and revenues.

**Section 6.** The National Registrar is a paid position with the wage to be determined by the Executive Board.

## **Article XIX**

### **ASSISTANT NATIONAL REGISTRAR**

**Section 1.** The Assistant National Registrar is elected by the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The Assistant National Registrar prepares the materials used in examinations.

**Section 3.** The Assistant National Registrar sends to Committee Registrars or individual member teacher hosting exam sessions, examination marking charts, cards, certificates, envelopes, financial sheets, exam mark reports, certificate request forms, medical release forms.

**Section 4.** The Assistant National Registrar receives requests for teacher and professional certificates.

**Section 5.** The Assistant National Registrar prints certificates, obtains signatures of the President and the National Recording Secretary, and has them sent to the Committee Registrars or sponsoring member.

**Section 6.** The Assistant National Registrar is a paid position with the wage to be determined by the Executive Board.

**Section 7.** The Executive Board if deemed necessary, may appoint a second assistant to the Assistant National Registrar.

## **Article XX**

### **CORRESPONDING SECRETARY**

**Section 1.** The Corresponding Secretary is elected by the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The Corresponding Secretary reads and answers correspondence as directed by the Executive Board.

**Section 3.** The Corresponding Secretary sends notes of congratulations, thank you, sympathy, get well cards and arrangements of gifts, as directed by the Executive Board.

## **Article XXI**

### **BUSINESS ADMINISTRATOR**

**Section 1.** The Business Administrator is employed by the Executive Board to oversee the general operations of the CCA.

**Section 2.** Financial and administrative decisions made by the Business Administrator must be approved by the Executive Board.

**Section 3.** An Assistant to the Business Administrator can be appointed by the President if it is deemed necessary with approval of the Executive Board.

## **Article XXII**

### **MEMBERSHIP CHAIR**

**Section 1.** The Membership Chair is appointed by the President with approval of the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The Membership Chair responds to letters of membership inquiries.

**Section 3.** The Membership Chair disseminates information on the CCA and membership applications to prospective eligible members.

**Section 4.** The Membership Chair submits membership applications to the Executive Board for approval.

**Section 5.** The Membership Chair sends the new member a welcoming letter, receipt for dues paid and initiation fee, CCA roster, Examination Book, informational brochure, order form for CCA materials, and membership card.

**Section 6.** When a CCA member pays annual dues, the Membership Chair sends a receipt of dues received.

## **Article XXIII**

### **DETROIT AREA REGISTRAR**

**Section 1.** The Detroit Area Registrar is elected by the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The Detroit Area Registrar oversees the general exams for Detroit and the surrounding area. General exams are exam sessions that are open to any teacher member in good standing.

**Section 3.** The Detroit Area Registrar submits the dates for general exams to the Executive Board for approval.

**Section 4.** The Detroit Area Registrar arranges studio space and music for general exams.

**Section 5.** The Detroit Area Registrar sets the schedule for general examination sessions.

**Section 6.** The Detroit Area Registrar notifies teachers of the day and time of their candidate's exam.

**Section 7.** The Detroit Area Registrar prints certificates and cards and completes all papers and reports.

**Section 8.** The Detroit Area Registrar submits examination fees to the National Registrar.

**Section 9.** The Detroit Area Registrar is a paid position, wage to be determined by the Executive Board.

**Section 10.** An Assistant to the Detroit Area Registrar can be appointed by the President, if deemed necessary.

**Section 11.** The Detroit Area Registrar duties can be assumed by the Assistant to the National Registrar if so deemed by the Executive Board.



## **Article XXIV**

### **SUMMER SCHOOL ADMINISTRATOR**

**Section 1.** The Summer School Administrator is appointed by the President of the Executive Board with approval of the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The Summer School Administrator is a position that is held when the host facility of the CCA Summer School rents space to the CCA, but does not administer the details of the Summer School.

**Section 3.** The Summer School Administrator handles the applications and fees for the students' summer school and teachers' seminar.

**Section 4.** The Summer School Administrator deposits funds into a CCA account, keeps a record of said funds, and sends copies to the Treasurer by the end of the month.

**Section 5.** The Summer School Administrator oversees but is not limited to details of the Summer School as needed.

**Section 6.** The Summer School Administrator provides a daily head count to the college, university or space facility.

**Section 7.** The Summer School Administrator is a paid position, salary to be determined by the Executive Board.

**Section 8.** An Assistant to the Summer School Administrator may be appointed by the President with approval of the Executive Board.

## **Article XXV**

### **SUMMER SCHOOL PRINCIPAL**

**Section 1.** The Summer School Principal is appointed by the President with approval of the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The Summer School Principal sets the schedule of student and teacher classes and oversees the operation of the Summer School.

**Section 3.** The Summer School Principal is a paid position, salary to be determined by the Executive Board.

**Section 4.** An Assistant to the Principal can be appointed by the President, if it is deemed necessary with approval of the Executive Board.

## **Article XXVI**

### **LIAISON COORDINATOR**

**Section 1.** The Liaison Coordinator is appointed by the President with approval of the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The Liaison Coordinator works with the President, the liaison assistant and a committee formed by the President, to form the Liaison Officer ballot. A ballot of Permanent Examiners is made and a vote of a majority of the Permanent Examiners on the Executive Board is necessary to determine Liaison Officers.

**Section 3.** The Liaison Coordinator and the President and Assistant Coordinator designate Liaison Officer assignments with approval of the Executive Board.

**Section 4.** The Liaison Coordinator records Liaison Officer visits and verifies completed Liaison trips, and submits reports to the Executive Board.

**Section 5.** The Liaison Coordinator supplies a liaison book and informs the Liaison Officers of pertinent CCA information that they will be expected to disseminate on their liaison trips.

**Section 6.** The Liaison Coordinator works with the Liaison Officer, the President, the Ethics Committee and the Executive Board to handle any committee situations that may arise.

**Section 7.** The Liaison Coordinator arranges for a substitute if a Liaison Officer cannot fulfill his/her scheduled Liaison trip.

**Section 8.** An Assistant to the Liaison Coordinator shall be appointed by the President with approval of the Executive Board.

## **Article XXVII**

### **CHAIR OF THE EASTERN MICHIGAN COMMITTEE**

**Section 1.** Prospective Chair candidates are presented by the EMC to the Executive Board. The EMC Chair is elected through a closed ballot by the Executive Board for a two-year term, and cannot be elected for two consecutive terms. The Eastern Michigan Committee Chair is eligible to vote on all matters of the Executive Board, with the exception of those concerning exams and liaisons. The term shall be opposite of the Executive Board's officers' terms.

**Section 2.** The EMC Chair prepares agendas and chairs all general membership and Board meetings of the EMC committee.

**Section 3.** The EMC Chair coordinates with pre-approval of the Executive Board, all functions of the EMC. The Chair reconciles financial aspects and submits reports and bills to the National Treasurer of the Executive Board.

**Section 4.** The Chair of the EMC may arrange special activities, CCA Days and Workshops with approval of the Executive Board.

## **Article XXVIII**

### **LIBRARIAN**

**Section 1.** The Librarian is appointed by the President with Executive Board approval.

**Section 2.** The Librarian stores, inventories and sells CCA booklets, music and other items as requested by the Executive Board.

**Section 3.** The Librarian collects payment of sold goods.

**Section 4.** The Librarian deposits money of sold goods in the designated CCA account and sends copies of deposits to the National Treasurer by the end of the month.

**Section 5.** The Librarian keeps accurate financial records of all sales transactions.

**Section 6.** The Librarian invoices delinquent accounts and notifies the Executive Board when bills are over 90 days pass due.

**Section 7.** The Librarian sells CCA materials at Summer School.

**Section 8.** The Librarian is a paid position with the wage to be determined by the Executive Board.

**Section 9.** An Assistant to the Librarian can be appointed by the President if deemed necessary, with Executive Board approval.

## **Article XXIX**

### **SCHOLARSHIP CHAIR**

**Section 1.** The Scholarship Chair is appointed by the President with approval of the Executive Board to a term of two years, but may serve any number of consecutive terms.

**Section 2.** The Scholarship Chair oversees the national scholarship audition process when deemed necessary by the Executive Board.

## **Article XXX**

### **ELECTED BOARD MEMBERS**

**Section 1.** The Executive Board can elect a Board member by written ballot to the Executive Board for a term of two years.

**Section 2.** If a member is then re-elected for two more consecutive terms, the member remains on the Executive Board without re-election.

**Section 3.** The member may vote on all matters except liaison and exam issues.

## **Article XXXI**

### **APPOINTED BOARD MEMBERS**

**Section 1.** The President can appoint a member to the Executive Board with approval of the Executive Board for a period of one year.

**Section 2.** The Appointed Board Member does not have a vote.

## **Article XXXII**

### **THE BOARD OF EXAMINERS**

**Section 1.** The Board of Examiners shall consist of all Permanent Examiners, Examiners, Associate Examiners and Apprentice Examiners. It shall conduct the business of examining students and teachers and selecting and training Examiners. It shall oversee the continuing education of Examiners. Permanent Examiners shall elect Apprentice, Associate, Examiners and Permanent Examiners.

**Section 2.** Names for potential examiners are put on a ballot compiled by the Registrar with approval of the Executive Board. Examiners are voted on by all Permanent Examiners. A vote of at least 75% is needed to become a member of the Examining Board.

**Section 3.** All Michigan Examiners will sit on the National Executive Board.

**Section 4.** The officers of the Board of Examiners may consist of One Chair or Two Co-Chairs, Vice-Chair, Secretary, Treasurer and Registrar.

**Section 5.** One Co-Chair of the Board of Examiners is a member of the Executive Board. She/he is elected by the Board of Examiners to a three-year term, but may serve any number of consecutive terms. The Chairs of the Board of Examiners shall sit on and oversee all committees of the Board of Examiners.

**Section 6.** If Co – Chairs are wanted by the Board of Examiners, One Co-Chair of the Board of Examiners is elected by the Board of Examiners to a three-year term, but may serve any number of consecutive terms. This Co-Chair may or may not be on the Executive Board.

**Section 7.** The Vice Chair of the Board of Examiners is elected by the Board of Examiners to a three-year term, but may serve any number of consecutive terms.

**Section 8.** The Secretary of the Board of Examiners is elected by the Board of Examiners to a three-year term, but may serve any number of consecutive terms.

**Section 9.** The Treasurer of the Board of Examiners shall be the same person holding the office of the Treasurer of the Executive Board.

**Section 10.** The Registrar of the Board of Examiners shall be the same person holding the office of National Registrar of the Executive Board.

**Section 11.** Committees on the Board of Examiners shall be formed or dissolved as deemed appropriate by the Chair and the Board of Examiners. Each committee shall have a coordinator.

**Section 11.** Standing committees may be but are not limited to:

- a. The Selection and Election Committee works with the National Registrar to select examiner candidates for ballot.
- b. The Ethics Committee; determines the code of ethics to be adhered to by examiners, the code of ethics to be adhered to by exam hosts or committees and fields complaints and problems relating to exam sessions upon approval of the Executive Board.
- c. The Education Committee; selects and oversees
  1. Syllabus Committee maintains and revises the Cecchetti syllabus with approval of the Executive Board.
  2. Music Committee; coordinates the selection and production of music for the Cecchetti syllabus with approval of the Executive Board.
  3. Anatomy Committee; oversees and recommends to the Board of Examiners and Executive Board anatomy material that is required by teacher candidates at specific levels.
  4. History Committee; oversees and recommends to the Board of Examiners and Executive Board history material that is required by teacher candidates at specific levels.

**Section 13.** The meetings of the Board of Examiners shall be presided over by the Chair of the Board of Examiners or, if not present, the Vice Chair. The Secretary or, if not present, a member designated by the Chair shall act as Secretary of the meeting.

**Section 14.** The Board of Examiners shall meet at least once annually. Additional meetings may be called, as needed, by the Executive Board. The Board of Examiners will meet for at least three consecutive days every three years at a time specified by the Executive Board.

### **Article XXXIII**

#### **LIAISON OFFICERS**

**Section 1.** Liaison Officers shall be the connection between the Executive Board, the Board of Examiners, the Committee Officers and Committee Members.

**Section 2.** A Liaison Officer is appointed by the Liaison Coordinator to a three-year term with the approval of the Permanent Examiners of the Executive Board.

**Section 3.** A Liaison Officer is a Permanent Examiner.

**Section 4.** The Liaison Officer visits the committee once a year to teach classes and attend a committee meeting. Committees are required to offer a minimum of seven hours of teaching and provide a minimum of one and one half hours of meeting time.

**Section 5.** The Executive Board will assume the responsibility for transportation, room, board, and any other expenses necessary to fulfill the duties of the Liaison Officer. The Committee will be responsible for the seven-hour required teaching fee.

**Section 6.** The Liaison Officer shall provide Committee meeting minutes to the Liaison Coordinator, Secretary and Treasurer of the Executive Board.

**Section 7.** The Liaison Officer will provide a report on the liaison trip to the Executive Board.

**Section 8.** A Liaison Officer shall not be responsible for more than two committees.

**Section 9.** A Liaison Officer must be actively teaching syllabus and must uphold the CCA code of professional conduct.

**Section 10.** Examining members of the Executive Board act as Liaison to the EMC.

### **Article XXXIV**

#### **THE EASTERN MICHIGAN COMMITTEE**

**Section 1.** The EMC is a regional committee, which operates as a division of the Executive Board, assisting the Executive Board in events, including, but not limited to, exam sessions, teacher refreshers and the International Summer School. They may hold student workshops with approval of the Executive Board.

**Section 2.** The Board of the EMC shall meet monthly from September through May. General membership meetings will take place at annual Teacher Refresher Days.

**Section 3.** All members have a vote at meetings of the general membership of the EMC

**Section 4.** EMC members may hold the following appointed positions: Recording Secretary, Corresponding Secretary, Exam Coordinator, Membership Coordinator, Assistant Librarian, and Full Board Supporters.

**Section 5.** The Recording Secretary

- a. Takes minutes of meetings.
- b. Prepares meeting notices and minutes.
- c. Mails notices and minutes to members at least 2 weeks prior to meeting.

**Section 6.** The Corresponding Secretary

- a. Handles all correspondence concerning the EMC.
- b. Sends get well wishes, sympathy notes, etc.
- c. Prepares and sends publicity notices.
- d. Acts as Recording Secretary when needed.

**Section 7.** The Exam Coordinator

- a. Contacts General Board members to aide for exams.
- b. Sends reminders to workers of scheduled exam days.

**Section 8.** The Membership Chair

- a. Prepares and mails letters for new membership to the EMC. All Michigan area members are invited to apply.
- b. Presents candidates for membership.
- c. Notifies members after the vote.

**Section 9.** The Assistant Librarian

- a. Assists the Executive Librarian when necessary.
- b. Reports librarian finances.

## **Article XXXV**

### **REGIONAL COMMITTEES**

**Section 1.** In order to form a regional committee, an application must be submitted to the Executive Board for approval.

**Section 2.** All Regional Committees are governed by the by-laws of the CCA.

**Section 3.** The goals of regional committees must meet with the goals of the CCA.

- a. Committees or committee members may not form competing organizations.

**Section 4.** Regional Committees must have Executive Board approval for examinations, seminars, and refresher courses. The budget and proposed faculty must be submitted to the Executive Board prior to hiring the faculty or securing facilities. All faculty members accepting any compensation must have a CCA contract.

**Section 5.** Monies must remain in committee funds for the sole purpose of the promotion and growth of the CCA. The cap on the amount that any committee can have as their average balance is \$10,000. Committee expenditures must be for CCA workshops, CCA educational purposes, CCA student and/or teacher scholarships.

- a. Regional committees may fund raise and deposit the profits into the committee account which must use the Corporate Federal EIN number. Any amount in the committee account exceeding \$10,000 must be submitted to the national organization for deposit. The national organization will disperse monies back to the committee if and when needed for educational purposes or situations that abide by the CCA bylaws and mission. Annually, at year end, a report must be submitted to the National Treasurer.
- b. No committee shall solicit funds from any individual, corporation, business, or organization for the purpose of fundraising or increasing committee income for any purpose. Fundraising may not include charging committee member dues or such fees to its members.
- c. Committees are required to give ample notice to the Executive Board of the intent to dissolve or liquidate. All debts prior to dissolution must be paid prior in order to dissolve in an orderly fashion. On liquidation or dissolution of any Committee Affiliate, the properties and assets of said Affiliate will become the property of the Corporation as stated in Article VII, Dedication of Assets.

**Section 6.** Regional Committees may have a Regional Chair, a Vice Chair, a Treasurer, a Registrar, a Recording Secretary, and a Corresponding Secretary.

**Section 7.** Regional Committees shall hold officer elections every two years. Ballots will be sent out to all committee members in good standing.

**Section 8.** The Committee Chair

- a. Is elected by Regional Committee members.
- b. Presides over all committee business meetings.
- c. Keeps the Executive Board apprised of the current officers.
- d. Sends the Executive Board a record of attendance of committee members at committee workshops.

**Section 9.** The Committee Vice Chair

- a. Is elected by Regional Committee members.
- b. Fills in for the Chair when necessary.

**Section 10.** The Committee Treasurer is elected by the Regional Committee members.

- a. Is responsible for all the monies of a Regional Committee of the CCA.



- b. Pays all outstanding bills approved by the Regional Committee's board.
- c. Deposits all funds in financial institution approved by the Executive Board.
- d. Shall have all financial ledgers and books in order for inspection and shall send an annual report to the CCA for the yearly audit.
- e. Shall ascertain that all candidates eligible for election and teaching assignments are in good standing with the CCA.
- f. Ensures that checks printed for the Regional Committee are headed as follows:  
Cecchetti Council of America  
(Name of Regional) Committee

**Section 11.** The Committee Recording Secretary

- a. Is elected by the Regional Committee.
- b. Takes roll at meetings and records them in the minutes.
- c. Records the minutes of Committee Liaison and business meetings.
- d. Reads the minutes of the previous meetings
- e. Types, prints out and copies minutes of all meetings.
- f. Distributes minutes to all members of the committee.
- g. Records corrections to previous meeting's minutes, as voted on by the Committee, and archives the minutes, so they are available for review or audit.
- h. In her/his absence, arranges for another committee member to record the minutes.
- i. Sends three copies to the committee's Liaison Officer.
- j. At termination of office, turns over all records of the minutes to the newly elected Recording Secretary.

**Section 12.** The Committee Registrar

- a. Is elected by the Regional Committee members.
- b. Applies to the National Registrar for examination sessions.
- c. Notifies all committee members of local examination dates.
- d. Sends the examination schedule to the National Registrar
- e. Collects exam candidate registrations and examination fees and forwards said information to the National Registrar.
- f. Notifies the sponsoring teachers of exam times.
- g. Completes charts, cards and certificates prior to the exam session.
- h. Fills out the final financial report and sends it to the National Registrar.

**Section 13.** The Corresponding Secretary

- a. Is elected by the Regional Committee.
- b. May be the same person as the Recording Secretary.
- c. Reads and answers all correspondence of the committee.
- d. Takes minutes of meetings when the Recording Secretary is unavailable.

## **Article XXXVI**

### **DUES AND FEES**

**Section 1.** The Executive Board shall determine all fees, including dues, examinations, lectures, seminars, books, CDs, videos, DVDs and any other CCA authorized educational tools.

**Section 2.** Regional Committees may set their own fees for their individual workshops upon approval of the Executive Board.

**Section 3.** All members are direct members and all dues are payable to the Cecchetti Council of America.

## **Article XXXVII**

### **EXAMINATIONS**

**Section 1.** Candidates for admission shall attend before a panel of examiners, at the time and place fixed for holding examinations. They shall be required to prove the extent of their technical knowledge, both by oral explanation and by practical demonstration. Teacher candidates may be required to demonstrate their ability to teach.

**Section 2.** Candidates for examination shall pay an examination fee set at fixed rate at the time of application. The sponsoring teacher submitting a candidate must be a member in good standing.

**Section 3.** Certificates of qualification shall be issued to each successful candidate.

**Section 4.** All examination sessions must be held according to the CCA examination rules and regulation booklet.

## **Article XXXVIII**

### **SEMINARS, LECTURES AND REFRESHER COURSES**

**Section 1.** Seminars, refresher courses and lectures shall be held periodically with the approval of the Executive Board.

## **Article XXXIX**

### **CODE OF PROFESSIONAL CONDUCT**

**Section 1.** No member of the Council shall, directly or indirectly, solicit at schools or to groups where another member of the Council is known to be already appointed to teach. It shall not be ethical:

- a. To solicit students while on the staff of a dance studio, unless it is mutually agreeable between employer and employee.
- b. To advertise free Cecchetti lessons, provide free lessons or to charge fees below the standard of other members or to use misleading advertising.
- c. To coach teachers or students without permission of the current sponsoring coach.
- d. To use the name of the association if a member is not in good standing.
- e. For a teacher to leave a school unless proper notice of at least two weeks is given.

**Section 2.** Members are permitted to state on any advertising, the classification of membership (Fellow, Licentiate, Associate, Teacher Member). In case of Executive Board Members, respective rank may be indicated. Members may not misrepresent their credentials.

- a. Members holding the Teachers' Elementary Certificate are designated as Qualified.
- b. Members holding the Teachers' Intermediate Certificate are designated as Certified.

**Section 3.** No one acquiring an established school may make use, for the purpose of advertising or display, the certificates of qualifications gained by the former owner or owners.

**Section 4.** Members should maintain confidentiality of all matters pertaining to the business of the Executive Board, Examining Board or Regional Committees of the CCA. Members should maintain a professional etiquette with all members of the CCA and the dance community at all times.

Members must not

- a. Publicly speak in a negative manner concerning the Cecchetti method.
- b. Publicly speak in a negative manner concerning fellow members.
- c. Publicly create unnecessary negative attention.
- d. Publicly discuss the business affairs of the Executive Board, or any Committee Board without permission of said board.
- e. Publicly or privately discuss any occurrences during an exam session.
- f. Violate the CCA copyright of books, videos or music.
- g. Violate the privacy of a teacher or exam candidate through unauthorized use of photos or cameras.

**Section 5.** The loyalty of all members of the Cecchetti Council of America is implicitly relied upon for the maintenance and support of the honor and dignity of the art of ballet teaching.

**Section 6.** A member violating any portion of the preceding five sections or instituting any action deemed by the Executive Board to be contrary to the best interests of the CCA may be cautioned and/or expelled by notification of registered mail. Letters of disciplinary action are to remain in the members file. Letters of caution or expulsion, require a two-thirds majority vote of those present at the Executive Board meeting, including absentee ballots.

**Section 7.** When the Executive Board votes that an expulsion is in order, the following procedure shall be implemented:

- a. A notice shall be sent, registered mail, to the most recent address of the member shown on the CCA's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least 60 days before the proposed effective date of the expulsion.
- b. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no less than 15 days before the proposed expulsion. The hearing will be held by the Executive Board or by a committee selected by the Executive Board. The notice to the member of this proposed expulsion shall state date, time, and place of hearing on the proposed expulsion. The hearing shall last no longer than two hours.
- c. Following the hearing, the Executive Board shall decide by a three-quarters vote of the entire Executive Board whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Executive Board shall be final.
- d. The member being expelled shall be notified of the outcome of the hearing by registered mail.
- e. If the member concerned fails to attend the hearing, expulsion shall take effect immediately.

## **Article XXXX**

### **INDEMNIFICATION**

**Section 1.** Nonderivative Actions. Subject to all of the other provisions of this article, the council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the council, or who was or is serving at the request of the council as an Executive Board member, director, officer, or employee, whether for profit or not for profit. The person

shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the council or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the council or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

**Section 2.** Derivative Actions. Subject to all of the provisions of this article, the council shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person was or is an Executive Board member, director or officer of the council. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonable believed to be in or not opposed to the best interests of the council or its members. However, indemnification shall not be made for any claim, issue or matter in which such person has been found liable to the council unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

**Section 3.** Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above in this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

**Section 4.** Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of an Executive Board member, director or officer as an employee or agent of the council as well as in such person's capacity as an Executive Board member, director or officer. Except as provided herein, the council shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Executive Board.

**Section 5.** Determination That Indemnification Is Proper. Any indemnification under this article (unless ordered by a court) shall be made by the council only as authorized in the specific case. The council must determine that indemnification of the person is

proper in the circumstances because the person has met the applicable standard of conduct set forth in these bylaws. Such determination shall be made in any of the following ways:

- a. By a majority vote of a quorum of the Executive Board consisting of members who were not parties to such action, suit, or proceeding.
- b. If the quorum described in clause (a) above is not obtainable, then by a committee of members who are not parties to the action. The committee shall consist of not less than two disinterested members.
- c. By independent legal counsel in a written opinion.
- d. By the general members.

**Section 6.** Proportionate Indemnity. If a person is entitled to indemnification under this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the council shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid settlement for which the person is entitled to be indemnified.

**Section 7.** Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described above may be paid by the council in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the council. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

**Section 8.** Nonexclusively of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the council. However, the total amount of the expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

**Section 9.** Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the Executive Board, grant rights to indemnification and to the advancement of expenses of directors and officers.

**Section 10.** Former Directors and Officers. The Indemnification provided in this article continues for a person who has ceased to be an Executive Board member, director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

**Section 11.** The council may purchase and maintain insurance on behalf of any person who was or is an Executive Board member, director, officer, employee, or agent of the council. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such,

whether or not the council would have power to indemnify against such liability under this article or the laws of the state of Michigan.

**Section 12.** Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the council and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the council to provide broader indemnification rights than such provisions permitted the council to provide before any such change.

#### **Article XXXXI**

#### **AMENDMENTS**

**Section 1.** A three-fourths affirmative vote of the Executive Board shall be necessary to amend or alter the By-laws or Articles of Incorporation.

#### **Article XXXXII**

#### **FISCAL YEAR**

**Section 1.** The fiscal year of the corporation shall commence on January 1 and shall end on December 31.

#### **Article XXXXIII**

#### **CORPORATE SEAL**

**Section 1.** The Executive Board may order a corporate seal if it deems to be appropriate.





